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Counsel to the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

In re

ICAP ENTERPRISES, INC., et al.,

Debtors.¹

No. 23-01243-WLH11
(Jointly Administrated)

SECOND MONTHLY FEE
APPLICATION OF BUSH
KORNFELD LLP FOR
ALLOWANCE AND PAYMENT
OF INTERIM COMPENSATION
AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD OF
NOVEMBER 1, 2023 THROUGH
NOVEMBER 30, 2023

¹ The Debtors (along with their case numbers) are iCap Enterprises, Inc. (23-01243-11); iCap Pacific NW Management, LLC (23-01261-11); iCap Vault Management, LLC (23-01258-11); iCap Vault, LLC (23-01256-11); iCap Vault 1, LLC (23-01257-11); Vault Holding 1, LLC (23-01265-11); iCap Investments, LLC (23-01255-11); iCap Pacific Northwest Opportunity and Income Fund, LLC (23-01248-11); iCap Equity, LLC (23-01247-11); iCap Pacific Income 4 Fund, LLC (23-01251-11); iCap Pacific Income 5 Fund, LLC (23-01249-11); iCap Northwest Opportunity Fund, LLC (23-01253-11); 725 Broadway, LLC (23-01245-11); Senza Kenmore, LLC (23-01254-11); iCap Campbell Way, LLC (23-01250-11); UW 17th Ave, LLC (23-01266-11); VH Willows Townhomes LLC (23-01262-11); iCap @ UW, LLC (23-01244-11); VH 2nd Street Office, LLC (23-01259-11); VH Pioneer Village LLC (23-01263-11); iCap Funding LLC (23-01246-11); iCap Management LLC (23-01268-11); iCap Realty, LLC (23-01260-11); Vault Holding, LLC (23-01270-11); iCap Pacific Development LLC (23-01271-11); iCap Holding LLC (23-01272-11); iCap Holding 5 LLC (23-01273-11); and iCap Holding 6 LLC (23-01274-11); Colpitts Sunset, LLC (23-01432-11); CS2 Real Estate Development LLC (23-01434-11); and iCap International Investments, LLC (23-01464-11).

1 Bush Kornfeld LLP (the “Firm”) submits this Monthly Fee Application Request
2 for Compensation and Reimbursement of Expenses for the Period of November 1, 2023
3 through November 30, 2023 (“the Application” and the “Application Period”
4 respectfully for work performed for the Official Committee of Unsecured Creditors
5 (“Committee”). In support of the Application, the Firm respectfully represents as
6 follows:

7 The Firm is counsel to the Committee. The Firm hereby applies to the court for
8 allowance and payment of interim compensation for services rendered and
9 reimbursement of expenses incurred during the Application Period.

10 1. The Firm billed a total of \$106,822.54 in fees and expenses during the
11 Application Period. The total fees represent 198.20 hours during the period covered by
12 this Application. The fees and expenses break down as follows:

Period	Fees	Expenses	Total
11/01/2023 to 11/30/2023	\$106,802.50	\$20.04	\$106,822.54

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16 2. Accordingly, the Firm seeks allowance of interim compensation in the
17 amount of a total of \$106,822.54 at this time. This total is comprised of \$106,802.50
18 (the fees for services rendered) plus \$20.04 (the expenses incurred). The Firm will only
19 apply 80% of the fees paid to outstanding invoices and will hold the additional 20% of
20 the fees in trust pending approval of such fees through a quarterly interim fee
21 application.

22 3. This is the second monthly fee application of the Firm. Accordingly, to
23 date, the firm has not been paid post-petition and is not holding any amounts in trust.

1 4. Attached as **Exhibit A** to this Application is the name of each professional
2 who performed services in connection with this case during the period covered by this
3 Application and the hourly rate for each such professional. Attached as **Exhibit B** to
4 this Application are detailed time and expense statements for the Application Period.

5 5. The Firm has served a copy of this Application on the applicable Notice
6 Parties. The Application was mailed by first class mail, postage prepaid on or about
7 January 17, 2024. Notice of the filing of this Application was served on the foregoing
8 parties as well as any party who has requested special notice in these chapter 11 cases
9 as of the date of this Notice.

10 6 Pursuant to this court's *Order Granting Debtors' Motion for Order*
11 *Establishing Interim Fee Application and Expense Reimbursement Procedures* that was
12 entered on or about November 17, 2023, ("Compensation Procedures Order"). the
13 Debtors are authorized to make payment requested herein without a further hearing or
14 order of this court unless an objection to this Application is filed with the court and
15 served upon the Notice Parties within 14 calendar days after the date of mailing of the
16 Notice of this Application. If such an objection is filed, the Debtors are authorized, but
17 not direct to pay 100% of the uncontested fees and expenses without further order of
18 this court. If no objection is filed, the Debtors are authorized, but not directed to pay
19 00% of all fees and expenses requested in the Application without further order of the
20 court; provided, however, that in either case, the Firm will hold 20% of the amount of
21 the fees paid in trust pending approval of such fees through a quarterly interim fee
22 application.
23

1 7. The interim compensation and reimbursement of expenses sought in this
2 Application are not final. Upon the conclusion of these cases, the Firm will seek fees
3 and reimbursement of the expenses incurred for the totality of the services rendered in
4 these cases. Any interim fees or reimbursement of expenses approved by this court and
5 received the Firm (along with any retainer) will be credited against such final fees and
6 expenses and may be allowed by this court.

7 The Firm respectfully requests that the Debtors pay compensation to the Firm as
8 requested herein pursuant to and in accordance with the terms of the Compensation
9 Procedures Order.

10 DATED this 17th day of January, 2024.

11
12 BUSH KORNFELD LLP

13
14 By /s/ Armand J. Kornfeld
15 Armand J. Kornfeld, WSBA #17214
16 Aimee S. Willig, WSBA #22859
17 Jason Wax, WSBA #41944
18 Attorneys for The Official Unsecured Creditors Committee
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EXHIBIT A

Timekeeper	Rate	Total Hours	Total Fees
Armand J. Kornfeld	\$625.00	86.90	\$54,312.50
Aimee S. Willig	\$525.00	66.10	\$33,705.00
Jason Wax	\$425.00	48.20	\$18,785.00
Total		198.20	\$106,802.50

EXHIBIT B

Bush Kornfeld LLP
601 Union St., Suite 5000
Seattle, WA 98101-2373

Phone (206) 292-2110; Fax 292-2104
Federal Tax I.D. #91-1560644

ICAP CREDITORS COMMITTEE
[via email]

Invoice # 24344

In Reference To: OUR CLIENT MATTER NO: 2760-20231
General

TOTAL PROFESSIONAL FEES AND EXPENSES PER DETAIL BELOW

\$106,822.54

Professional services

		<u>Hours</u>	<u>Amount</u>
<u>ASSET ANALYSIS</u>			
11/2/2023	ASW Emails with D. Katz re title reports.	0.20	105.00
	ASW Review title report property list and real property lien lists.	0.30	157.50
	AJK Video conference with CRO Team, Real Estate candidates, Committee Professionals re real estate advisory issues.	1.50	937.50
11/6/2023	ASW Review of 725 Broadway title report and memo re same.	0.80	420.00
11/7/2023	ASW Attend CRO call re tasks allocations and case issues.	1.60	840.00
	AJK Review summary of details regarding property transaction and potential issues and claims.	0.30	187.50
11/9/2023	JW Research entities, individuals, and transactions related to debtors to discover potential assets and litigation targets.	0.70	297.50

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			<u>Hours</u>	<u>Amount</u>
11/11/2023	AJK	Review Vault SEC filings (.6); Complete related research and investigation re same (.6).	1.20	750.00
11/12/2023	AJK	Review and compare Vault Pioneer property with Invalus Pioneer Property (.2); Review Vault Deed of Trust against same (.2).	0.40	250.00
11/13/2023	JW	Analyze and annotate list of properties provided by CRO, including chain of title and financing issues.	3.50	1,487.50
	AJK	Conference with J. Watts re real estate transaction and title analysis (.6); Review title analysis on specific real estate (.4); Telephone call with J. Bender re specific real estate issues (.2).	1.20	750.00
11/14/2023	AJK	Conference Call with Work Group re review of historical and related transactions/documents, etc. (1.3); Telephone call with J. Bender re same (.3); Review documents from S. Freeman re analysis of certain real estate issues. (.2).	1.80	1,125.00
11/15/2023	JW	Begin compiling list of brokers who worked with iCap.	0.30	127.50
	ASW	Review 2nd St. Deed of Trust and Amendments and edits to DIP memos.	0.60	315.00
	AJK	Telephone call to J. Bender re analysis of real estate and related financial issues (.2); Read Colpitts summary of issues (.2); Email CRO Team re real estate issues (.2); Emails with CRO Team re real estate issues (.2); Telephone call with CRO re same (.1).	0.90	562.50
11/16/2023	JW	Preliminary review of Enterprises SOFA.	0.30	127.50
	JW	Conference with A. J. Kornfeld re: certain disclosures made in iCap Enterprises SOFA.	0.10	42.50
	ASW	Video call with committee professionals re creation and status of tasks.	1.10	577.50

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			<u>Hours</u>	<u>Amount</u>
11/16/2023	AJK	Telephone Conference with Committee Professionals re analysis of various real estate-related issues (1.1); Video Conference L. Miller and J. Gurule re specific issues related to Schedules and Statement of Financial Affairs (.8).	1.90	1,187.50
11/17/2023	AJK	Read summary of iCap operations and specific financial details from CRO (.2); Review iCap information re historical forecast and related financial information (.5).	0.70	437.50
11/18/2023	AJK	Emails with L. Miller and J. Gurule re real estate analysis issues.	0.10	62.50
11/21/2023	AJK	Review numerous documents, financial reports, accounting information, real estate information contained in Debtor's records re potential issues, assets and recoveries (2.9); Emails with Committee Professionals re same (.5); Telephone call with J. Bender re same (.5); Telephone call L. Miller and J. Gurule re same (.6).	4.50	2,812.50
11/22/2023	AJK	Conference Call with Committee Professionals re work focus, asset review and strategy (.8); Telephone call with L. Miller re C. Christensen and other pending issues (.4).	1.20	750.00
11/27/2023	AJK	Emails with L. Miller re witness interview issues (.2); Review iCap documents and reports re operations, intercompany transfers, financial history (1.6).	1.80	1,125.00
11/28/2023	AJK	Review emails, documents, other data re broker issues (.9); Telephone conference with J. Bender re same (.4); Emails with CRO team re same (.2); Weekly call with committee professionals re pending issues/tasks/strategy (1.0).	2.50	1,562.50
11/29/2023	AJK	Telephone conference with J. Bender re identification of potential recovery sources/strategy.	0.60	375.00

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			<u>Hours</u>	<u>Amount</u>
11/30/2023	ASW	Conference call with Committee professionals re tasks, progress, planning.	0.80	420.00
	ASW	Review emails with financial advisor and CRO team re history of transactions and potential substantive consolidation analysis.	0.40	210.00
	AJK	Call with committee professionals re status of document/info review and task list/action items (.8); Telephone conference with J. Bender re same (.2); Review list of iCap real estate transactions (.2); Review Christensen tax returns (.3).	1.50	937.50
		SUBTOTAL:	[32.80	18,940.00]

CONTRACTS/LEASES

11/1/2023	ASW	Review pleadings re Christensen consulting contract and conference with A. J. Kornfeld re same.	0.70	367.50
11/3/2023	ASW	Review revised order re C. Christensen consulting agreement and conference with A. J. Kornfeld re same.	0.20	105.00
		SUBTOTAL:	[0.90	472.50]

DISCLOSURE STATEMENT AND PLAN PROCESS

11/8/2023	JW	Begin preparing outline of potential plan provisions.	0.70	297.50
11/30/2023	AJK	Review case law re key plan issue (.9); Review template for analysis of same (.2).	1.10	687.50
		SUBTOTAL:	[1.80	985.00]

EMPLOYMENT AND FEE APPLICATION OBJECTIONS

11/1/2023	JW	Continue drafting employment application and supporting documents for financial advisor B. Riley.	1.00	425.00
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			<u>Hours</u>	<u>Amount</u>
11/1/2023	JW	Call with Seth Freeman of B. Riley re: issues related to employment application.	0.50	212.50
11/2/2023	JW	Continue revising employment applications and supporting documents for Bush Kornfeld, B. Riley, and Corr Cronin.	0.80	340.00
	JW	Exchange emails with Seth and Mike at B. Riley re: draft employment documents.	0.20	85.00
11/3/2023	JW	Telephone call with Gary Dyer re: Committee professional employment applications.	0.10	42.50
	JW	Revisions to Bush Kornfeld employment application and supporting documents.	0.50	212.50
	JW	Conference with A. J. Kornfeld re: employment application details.	0.50	212.50
	JW	Exchange emails with Gary Dyer re: employment application details.	0.30	127.50
	JW	Exchange emails with S. Freeman and M. Issa at B. Riley re: disclosures in employment application.	0.30	127.50
	JW	Continue revising employment applications for Bush Kornfeld, Corr Cronin, and B. Riley.	2.50	1,062.50
	JW	Two calls with John Bender re: employment application details and exchange follow up emails re: same.	0.50	212.50
11/6/2023	JW	Continue revisions to employment applications and supporting documents for Bush Kornfeld, Corr Cronin, and B. Riley (1.0); Exchange emails with John Bender at Corr Cronin, and S. Freeman and M. Issa at B. Riley re: same (.6); Exchange emails with committee chairs re: same (.2).	1.80	765.00
SUBTOTAL:			[9.00	3,825.00]

			<u>Hours</u>	<u>Amount</u>
<u>EMPLOYMENT OF PROFESSIONALS</u>				
11/1/2023	JW	Exchange emails with Seth Freeman at B. Riley re: application to employ B. Riley as financial advisor to the CUC.	0.10	42.50
	AJK	Review and revise Bush Kornfeld Employment Application.	0.20	125.00
11/6/2023	AJK	Telephone calls with J. Bender re issues related to employment of Corr Cronin as Special Litigation Counsel (.3); Telephone call with G. Dyer re same (.4); Conference with J. Wax re same (.2); Revise application to employ Bush Kornfeld as general counsel to Committee (.2).	1.10	687.50
11/7/2023	JW	Final revisions to employment applications and supporting documents for Bush Kornfeld, B. Riley, and Corr Cronin.	0.60	255.00
11/8/2023	AJK	Emails with G. Dyer re Committee special litigation Counsel Applications (.1); Telephone call with J. Bender re same (.5).	0.60	375.00
11/26/2023	AJK	Email to J. Gurule re status of Committee Professional Employment Applications.	0.10	62.50
11/27/2023	JW	Finalize orders authorizing employment of committee professionals Bush Kornfeld, Corr Cronin, and B. Riley and send to V. Braxton and D. Levitin for filing.	0.30	127.50
	AJK	Finalize committee professionals employment orders for entry.	0.10	62.50
SUBTOTAL:			[3.10	1,737.50]
<u>FINANCING AND CASH COLLATERAL</u>				
11/1/2023	JW	Conference with A. J. Kornfeld re: the committee's response to the debtors' DIP financing motion.	0.30	NO CHARGE

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			<u>Hours</u>	<u>Amount</u>
11/1/2023	ASW	Conferences with A. J. Kornfeld re DIP Order issues.	0.40	210.00
	AJK	Telephone call with J. Gurule and Buchalter attorneys re final DIP issues and order (1.6); Begin review of final DIP Financing Order (.6).	2.20	1,375.00
11/2/2023	JW	Review correspondence with debtors' counsel re: DIP financing and real estate issues.	0.40	NO CHARGE
	AJK	Revise final DIP Order (.9); Emails with J. Gurule and P. Arrow re same (.2); Begin drafting Response to final DIP Motion (.3); Emails with J. Gurule and V. Rubinstein re same (.1); Telephone call J. Gurule and V. Rubinstein re same (.6).	2.10	1,312.50
11/3/2023	ASW	Review DIP order revisions and email to J. Gurule re edits.	0.30	157.50
	ASW	Conference with A. J. Kornfeld re status of DIP issues and approaches.	0.20	105.00
	AJK	Telephone call with V. Rubinstein re final DIP Order issues (.3); Telephone call with J. Gurule re same (.3); Read revised DIP Financing Order for filing (.4); Email with J. Gurule re same (.1); Complete draft Response of Committee re final DIP Financing, Christensen Consulting Agreement, prepetition taxes (1.2).	2.30	1,437.50
11/6/2023	AJK	Attend hearing on final DIP financing motion.	0.50	312.50
11/7/2023	ASW	Work on analysis and memo re prepetition liens subject to findings under DIP Order.	1.30	682.50
11/9/2023	ASW	Review revised DIP Order and emails with K. Tarazi re same.	0.40	210.00
	AJK	Review final draft of DIP Financing Order (.2); Emails with Buchalter attorneys re same (.2).	0.40	250.00

			<u>Hours</u>	<u>Amount</u>
11/10/2023	ASW	Review DIP Order revisions and modify memos re DIP Challenge and properties for review to comport with changes.	1.60	840.00
	ASW	Review title reports as to The Pursuit and 17th Avenue re property descriptions overlap and inconsistencies with DIP Credit Agreement Exhibit.	0.70	367.50
	ASW	Telephone conference with and emails with D. Katz, K. Tarazi re property descriptions as to The Pursuit and 17th Avenue.	0.60	315.00
	ASW	Emails with K. Tarazi re deletion of address and revised DIP order.	0.20	105.00
	ASW	Review Willows properties title reports, reconveyances, scrivner affidavits all re DIP Order Challenge provisions.	1.80	945.00
11/11/2023	ASW	Email to and telephone conference with K. Tarazi re DIP Challenge issues in context of revised reference to DIP Credit Agreement.	0.60	315.00
	ASW	Review final Willow properties title reports and Deeds of Trust.	1.70	892.50
	AJK	Review final DIP Order re Findings and Challenge Provisions re pre-Petition secured lenders (.2); Telephone call with J. Gurule re same (.2).	0.40	250.00
11/12/2023	ASW	Review VH Pioneer Village title report, Deed of Trust, loan documents and edits to memo re same re DIP Challenge provisions.	0.70	367.50
	ASW	Review UW 17th Ave. Deed of Trust, Amended Deed of Trust, Vault Deed of Trust, and edits to memo re DIP Challenge provisions.	0.60	315.00
	ASW	Review VH 2nd Street title report and edits to memo re same re DIP Challenge provisions.	0.50	262.50

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			<u>Hours</u>	<u>Amount</u>
11/14/2023	ASW	Review case law re enforcement of assigned Deed of Trust without assigned promissory note re DIP Challenge provisions.	1.80	945.00
11/15/2023	ASW	Review of treatises and updated law re Deed of Trust assignment issues.	0.90	472.50
	ASW	Prepare memo to K. Tarazi re outstanding documents necessary for DIP Challenge review.	1.40	735.00
11/16/2023	ASW	Telephone call with and emails S. Freeman re updated title reports re DIP Challenge provisions.	0.20	105.00
11/17/2023	ASW	Review Wilmington Savings Fund Objection re DIP and review Notes and Allonges for DIP Challenge.	1.10	577.50
	ASW	Emails with K. Tarazi re Wilmington Savings documents re DIP Challenge.	0.30	157.50
		SUBTOTAL:	[25.90	14,020.00]

GENERAL ADMINISTRATION

11/1/2023	JW	Revise meeting minutes from 10-31 meeting of CUC.	0.10	42.50
	JW	Email committee copies of various case documents discussed during Committee meeting.	0.30	127.50
	JW	Finalize meeting minutes and send to committee members.	0.10	42.50
	JW	Review Chris Christensen's consulting agreement with the debtors.	0.30	NO CHARGE
	AJK	Telephone call with financial advisor candidates and contacts re Committee process (1.7); Minutes revised and forwarded to Committee (.2); Review Christensen Consulting Agreement (.2); Email to J. Bender same (.1).	2.20	1,375.00

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			<u>Hours</u>	<u>Amount</u>
11/2/2023	AJK	Telephone with J. Bender re general pending issues in case.	0.30	187.50
11/3/2023	AJK	Telephone call with J. Gurule re Christensen Consulting Agreement (.1); Review order re same (.1); Email with K. Taravi re same (.1); Complete response re Christensen Agreement (.2); Email with Committee re update, forwarding of responses to DIP Financing, Christensen Agreement, taxes (.4); Telephone call with L. Miller re pending issues in the case (.3).	1.20	750.00
11/6/2023	JW	Attend final hearing on DIP financing, Christensen consulting agreement, and payment of taxes.	0.50	212.50
	AJK	Email with J. Gurule re claims bar date (.1); Email with Creditors' Committee re same and other pending issues (.2).	0.30	187.50
11/7/2023	JW	Initial strategy call with debtors' counsel, CRO, and committee professionals.	2.00	850.00
	AJK	Review list of issues, workflow, and revise same (.9); Conference call with CRO and Committee team re open issues, planning, tasks, investigations (2.0); Telephone call with J. Bender re same (.4); Telephone call with L. Miller re same (.1); Conference call with L. Miller, J. Gurule, J. Bender re follow-up on investigation issues (1.3); Complete revised Notices of Appearance and withdrawals (.2).	4.90	3,062.50
11/8/2023	JW	Video call with Seth Freeman and Mike Issa from B. Riley, John Bender, and A. S. Willig and A. J. Kornfeld re: committee work plan.	1.30	552.50
	ASW	Video call with Seth Freeman and Mike Issa from B. Riley, John Bender, and J. Wax and A. J. Kornfeld re: committee work plan.	1.30	682.50
	ASW	Review NDA re debtor/Committee coordination information.	0.40	210.00

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			<u>Hours</u>	<u>Amount</u>
11/8/2023	AJK	Zoom call with Committee Professionals re outlining participation in investigations and forensic efforts, Asset analysis, coordination with CRO Team (1.3); Email will Advisor of Committee Member (.2); Review draft Confidentiality Agreement from CRO Team re Committee receipt of information (.7); Email with counsel for CRO re same (.2); Zoom Conference with CRO and Professionals re interview of iCap individuals (1.9).	4.30	2,687.50
11/9/2023	JW	Meeting with A. J. Kornfeld and A. S. Willig to discuss and begin developing case work plan.	1.70	722.50
	JW	Review Jim Christensen interview notes provided by CRO.	0.30	127.50
	ASW	Meeting with A. J. Kornfeld and J. Wax to discuss and begin developing case work plan.	1.70	892.50
	JW	Meeting with S.Freeman and M. Issa from B. Riley, J. Bender, and A. J. Kornfeld in advance of today's committee meeting.	0.50	212.50
	JW	Prepare for and attend committee meeting.	1.50	637.50
	AJK	Draft agenda for Committee Meeting (.4); Emails to Committee re same (.2); Participate in Video Conference with Committee Professionals re task and investigation planning (1.7); Telephone call with J. Bender re same (.1); Emails with U.S. Trustee re replacement for resigned member of Committee (.1); Email with Co-Chairs of Committee re same (.1); Work on draft Bylaws for Committee (.7); Email to Committee re same (.2); Call with Committee Professionals re preparation for Committee call (.5); Participate in conference call and video conference with Committee Members and Professionals (1.5).	5.50	3,437.50
11/10/2023	JW	Review information provided by Committee member re: activities of certain former iCap employees and related entities.	0.10	42.50

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			<u>Hours</u>	<u>Amount</u>
11/10/2023	JW	Research iCap activities and exchange emails with committee team re: targets for investigation and early leads.	0.90	382.50
	JW	Review employee interview notes provided by CRO as aid to ongoing investigation into debtors' activities.	0.40	170.00
	AJK	Emails with Committee members re addition of new member (.1); Email with Committee Professional Team re same (.1); Telephone call with advisors for Committee Member re potential participation as representative in Committee Member's absence (.4); Research re related entity and potential targets of recovery (1.5); Emails with CRO and Committee Professionals and teams re same (.9); Numerous telephone calls with J. Bender re same (.9); Telephone call with J. Gurule re same (.1); Emails with CRO and J. Gurule re same (.4); Revise and complete draft work plan with Committee and CRO Professionals (.7); Telephone call with L. Miller re potential asset identity and recovery (.3); Telephone call with new Committee Member (.2).	5.60	3,500.00
11/11/2023	JW	Finalize minutes from committee's 11-9 meeting and send to committee and committee professionals.	0.20	85.00
	AJK	Telephone call with J. Gurule and L. Miller re potential claims and analysis of information related to real property, paths for pursuit of recoveries (.7); Review Vault Loan Agreement with third party (.3); Email with Group re same (.2).	1.20	750.00
	AJK	Review Committee meeting minutes (.4); Email to Committee Members re scheduled meetings (.2).	0.60	375.00
11/13/2023	ASW	Prepare draft Committee communication and FAQs for unsecured investors.	1.40	735.00
	ASW	Review CRO FAQs for reference to and inclusion with Committee communication.	0.50	262.50

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			<u>Hours</u>	<u>Amount</u>
11/13/2023	AJK	Emails with Committee Members re NDA and other pending issues (.4); Letter to Committee Members re general Committee and case issues (.2); Telephone call J. Bender re same (.1).	0.70	437.50
11/14/2023	JW	Weekly action item meeting of general case issues with debtor and committee professionals.	1.30	552.50
	JW	Prepare for and attend weekly committee meeting.	1.10	467.50
	ASW	Video call with L. Miller, counsel, and teams re tasks and status.	1.20	630.00
	AJK	Revise draft Letter from CRO to Investor Community (.2); Review and revise frequently-asked questions for inclusion on Committee Link for investors (.3); Email with CRO re work Task Force issues (.1); Telephone call with S. Freeman re organization of forensic efforts (.3); Telephone call with CRO and J. Gurule re structure of governance/board (.4); Draft Agenda and provide to Committee for meeting purposes (.4); Participate in Committee Meeting (1.1).	2.80	1,750.00
11/15/2023	AJK	Review Christensen budget to actual report (.1); Email with Committee re upcoming 341 Meeting (.1); Email with J. Gurule re governmental reach out and discussion (.1); Telephone call with J. Gurule re same (.1).	0.40	250.00
11/16/2023	JW	Weekly call with committee professionals re general case issues, work plan issues.	1.10	467.50
	ASW	Review investor inquiry and prepare response re FAQs.	0.30	157.50
	AJK	Responses to inquiries from various investors/creditors (.4); Email with K. Terazi and J. Gurule re 341 Meeting and Schedules issues (.1); Telephone call with J. Gurule re SEC inquiry (.2)	0.70	437.50
11/17/2023	JW	Attend 341 meeting.	2.00	850.00

ICAP CREDITORS
COMMITTEE

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			<u>Hours</u>	<u>Amount</u>
11/17/2023	JW	Finalize and email minutes from 11-14 meeting to committee members.	0.20	85.00
	ASW	Attend initial portion of meeting of creditors.	1.40	NO CHARGE
	AJK	Emails with Committee Members re pending issues (.3); Review and revise Committee Meeting Minutes (.3); Telephone call with L. Miller re general case issues (.3); Finalize Committee Bylaws for distribution to Committee Members (.4); Review Order voiding Bar Date (.1).	1.40	875.00
11/20/2023	JW	Review CRO's notes from call with former controller.	0.20	85.00
	AJK	Finalize revisions to Bylaws and circulate to Committee.	0.40	250.00
11/21/2023	JW	Prepare for and attend weekly committee meeting.	1.30	552.50
	AJK	Emails with Committee Members re reporting (.1); Email with M. Lesnick re C. Christensen Financial Reporting (.2); Draft Agenda for Committee Meeting (.7); Committee Conference Call (1.3).	2.30	1,437.50
11/22/2023	JW	Finalize minutes from 11-21-23 committee meeting and email to committee members.	0.20	85.00
	JW	Weekly committee professionals meeting re general case issues, work plan strategy.	0.80	340.00
	ASW	Weekly committee professionals meeting.	0.80	420.00
	AJK	Review draft Committee Minutes (.2); Email with G. Dyer re Creditor Committee resignation and successor appointment (.2); Emails with Committee Members re pending matters (.2).	0.60	375.00
11/27/2023	ASW	Telephone conference with S. Freeman re case administration issues.	0.40	210.00

ICAP CREDITORS
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			<u>Hours</u>	<u>Amount</u>
11/27/2023	AJK	Emails with K. Tarazi re NDA (.1); Telephone conference with new Committee members and counsel re committee update and pending issues (.7); Read Status Report (.1); Draft agenda for committee meeting (.3).	1.20	750.00
11/28/2023	JW	Prepare for and attend status conference.	0.60	255.00
	JW	Attend weekly action items call with debtors' professionals and committee professionals	1.10	467.50
	JW	Prepare for and attend weekly committee meeting.	1.40	595.00
	ASW	Attend phone status hearing with Court.	0.50	NO CHARGE
	ASW	Attend weekly action items call with debtors' professionals and committee professionals	1.10	577.50
	AJK	Finalize committee meeting agenda (.3); Committee call re status, issues, strategy (1.3)	1.60	1,000.00
11/29/2023	JW	Finalize and circulate minutes from this week's committee meeting.	0.20	85.00
	AJK	Telephone conference with L. Miller re witness interview issues and possible approach to recovery.	0.40	250.00
	SUBTOTAL:		[71.30	37,997.50]

LITIGATION

11/3/2023	AJK	Telephone call with J. Bender re pending litigation issues and discovery issues (.2); Telephone call with J. Gurule re litigation hold letter and related discovery issues (.1); Review litigation hold letter and issues related to discovery (.3).	0.60	375.00
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ICAP CREDITORS
COMMITTEE

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			<u>Hours</u>	<u>Amount</u>
11/13/2023	AJK	Emails with J. Bender re litigation hold issued by CRO re conditions to list (.2); Email with CRO Team re same, broker issues (.2); Telephone call with J. Bender re discovery/2004 issues (.2)	0.60	375.00
11/15/2023	AJK	Email with CRO re discovery issues (.1); Work on edits to 2004 pleadings (.4).	0.50	312.50
11/16/2023	JW	Draft motion for order authorizing 2004 exam of Umpqua Bank (1.1); Draft proposed order (.4); Draft supporting declaration (.7); Revise existing RFPs (.8); Send to John Bender and A. J. Kornfeld for review (.1).	3.30	1,402.50
	AJK	Work on revisions to 2004 Application and Order re Umpqua Bank.	0.40	250.00
11/20/2023	JW	Revise Umpqua 2004 motion documents and exchange emails with John Bender and A. J. Kornfeld re: same.	0.60	255.00
	AJK	Read summary of fraudulent transfer law re secured debt (.4); Telephone call with J. Bender re Umpqua 2004 and related issues (.5); Work on revisions to Umpqua 2004 Application and Order, and Requests for Production (.6).	1.50	937.50
11/21/2023	AJK	Email with J. Gurule re filing of Notices of Stay in State Court litigation.	0.10	62.50
11/22/2023	JW	Exchange emails and calls with John Bender re: issues related to 2004 exam of Umpqua Bank	0.20	85.00
	AJK	Email with J. Bender re potential witness issues and interviews (.1); Telephone call with J. Bender re discovery issues, parties, witnesses (.4).	0.50	312.50
11/28/2023	AJK	Telephone conference with J. Bender re Umpqua 2004.	0.20	125.00
11/30/2023	AJK	Telephone conference with J. Bender re pending state court issues and need for Bankruptcy Stay Notice (.6); Emails with L. Miller, J. Gurule, J. Bender re same (.1); Review litigation summary and revise same (.4); Email committee professionals re same (.1); Video	1.90	1,187.50

		<u>Hours</u>	<u>Amount</u>
	conference with L. Miller, J. Gurule, J. Bender re same, state court issues, approach (.7).		
	SUBTOTAL:	[10.40	5,680.00]
	<u>MEETINGS AND COMMUNICATIONS WITH CREDITORS</u>		
11/17/2023	AJK Participate in and question CRO at 341 Meeting.	2.20	1,375.00
	SUBTOTAL:	[2.20	1,375.00]
	<u>REAL ESTATE</u>		
11/2/2023	ASW Attend CRO call with proposed real estate advisors.	1.50	787.50
	ASW Review email from S. Freeman re CRO employment of real estate advisor.	0.10	52.50
	ASW Telephone conference with S. Freeman re CRO employment of real estate advisor.	0.20	105.00
	ASW Review L. Miller email re CRO employment of real estate advisor.	0.20	105.00
	AJK Emails with S. Freeman and M. Issa re real estate issues (.3); Review materials from CRO Team re real estate advisors (.3); Email to P. Elkin re same (.1); Emails with J. Gurule re real estate and title issues (.4); Telephone call with J. Rader re real estate issues (.2).	1.30	812.50
11/6/2023	ASW Review of Pacific Beach title report and memo re same.	0.80	420.00
	ASW Review of UW 17th title report and memo re same.	0.70	367.50
	ASW Review of 725 Broadway title report and memo re same.	0.80	420.00
	ASW Review of Snohomish CS Real Estate title report and memo re same.	0.90	472.50

ICAP CREDITORS
COMMITTEE

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			<u>Hours</u>	<u>Amount</u>
11/6/2023	ASW	Telephone conference with and emails with D. Katz re Lender bridge loan documents.	0.20	105.00
11/7/2023	ASW	Review of Bremerton title report and memo re same.	0.60	315.00
	JW	Research various Invalus entities and assets.	0.60	255.00
	ASW	Telephone conference with S. Freeman re properties and encumbrances.	0.20	105.00
	ASW	Telephone calls with and emails with D. Katz re title reports and DIP Order requirements.	0.30	157.50
	ASW	Review Lynnwood, WA title report and provisions of Deed of Trust subject to DIP findings re lien position.	0.80	420.00
	ASW	Review 14th Ave title report and provisions of Deed of Trust and Assignment subject to DIP findings re lien position.	0.90	472.50
	ASW	Review Burien title report and provisions of Deed of Trust subject to DIP findings re lien position.	0.90	472.50
11/8/2023	ASW	Review title report and Deed of Trust re potion of Willow properties and additions to title report memo and DIP memo re same.	0.80	420.00
	ASW	Compare title reports from Debtor to lists of properties and DIP order schedule.	0.70	367.50
	ASW	Prepare email to D. Katz re missing documents pursuant to comparison e title reports from Debtor to lists of properties and DIP order schedule.	0.60	315.00
	ASW	Telephone conference with and emails with D. Katz re missing title reports and extra addresses on DIP Order schedule.	0.30	157.50
11/10/2023	JW	Exchange emails with A. S. Willig re: DIP challenge issues.	0.20	85.00

ICAP CREDITORS
COMMITTEE

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			<u>Hours</u>	<u>Amount</u>
11/10/2023	JW	Investigate chain of title to properties with iCap connections; prepare spreadsheet of findings.	1.40	595.00
11/11/2023	JW	Continue investigating chain of title to properties with iCap connections.	0.60	255.00
11/12/2023	ASW	Review VH Senior Care Deed of Trust and Note and edits to DIP Challenge memo.	0.60	315.00
11/13/2023	ASW	Review Promissory Notes and loan documents in connection with Deeds of Trust and edits to memos re DIP Challenge review.	1.40	735.00
	ASW	Telephone calls with K. Tarazi re prepetition mortgage and DIP lender liens and processes.	0.20	105.00
	ASW	Review prepetition DIP loan documents re real estate collateral issues and memo re same.	0.60	315.00
	ASW	Prepare memo re properties for updated title reports to petition date and emails with S. Freeman re same.	0.80	420.00
11/14/2023	ASW	Review loan documents in support of Deeds of Trust and edits to memos re DIP Challenge issues.	2.30	1,207.50
11/15/2023	JW	Retrieve VH 2nd Street recorded documents from Clark County Recorder and exchange emails with A. S. Willig re: same.	0.30	127.50
11/16/2023	ASW	Review P. Arrow email re bid procedures re Senza and Conference with A. J. Kornfeld re same.	0.30	157.50
	ASW	Telephone conference with P. Arrow re Senza sale and bid procedures.	0.20	105.00
	ASW	Review 2nd St. property transactions and history.	0.50	262.50
	AJK	Review sale documents and Order relating to pending sale of Senza Real Estate (.3); Emails with M. Lange re secured loans and issues related to same. (.2)	0.50	312.50

			<u>Hours</u>	<u>Amount</u>
11/17/2023	ASW	Review Senza bid procedures, sale order, bid procedures order.	1.10	577.50
	ASW	Emails with P. Arrow re proposed revisions to Senza bid procedures.	0.60	315.00
11/20/2023	ASW	Review remainder of updated title reports as to DIP Challenge properties and edits to memos re same.	3.20	1,680.00
	ASW	Telephone calls with and emails with S. Freeman re data in updated reports re DIP Challenge real properties.	0.40	210.00
	ASW	Telephone conference with and emails with G. Ledgerwood re Promissory Note assignments re VH 2nd property and review Allonges.	0.30	157.50
11/22/2023	ASW	Review edited versions of Senza sale motion, order, bid procedures motion, order, bid procedures.	2.40	1,260.00
	ASW	Revisions to Senza sale pleadings.	1.10	577.50
	ASW	Telephone calls with and emails with P. Arrow re Senza sale pleadings.	0.70	367.50
	AJK	Telephone call with L. Miller re pending real estate issues.	0.30	187.50
11/24/2023	ASW	Review revised bid procedures from P. Arrow and emails re harmonizing terms.	0.60	315.00
11/26/2023	ASW	Review P. Arrow email re revised Senza motion and emails re inapplicable provisions and edits.	0.70	367.50
11/27/2023	ASW	Telephone conference and emails with K. Tarazi re Senza pleadings.	0.30	157.50
11/29/2023	ASW	Emails with J. Beckett re title reports and lien issues.	0.20	105.00
	ASW	Emails with E. Mills re title reports.	0.10	52.50

ICAP CREDITORS
COMMITTEE

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			<u>Hours</u>	<u>Amount</u>
11/29/2023	ASW	Review database re properties status and title reports re same.	0.70	367.50
SUBTOTAL:			[36.00	18,800.00]

SCHEDULES AND STATEMENT OF FIN. AFFAIR

11/16/2023	AJK	Review Enterprise's Schedules and Statement of Financial Affairs (1.4); Email with J. Bender re issues on Statement of Financial Affairs (.1); Email L. Miller and J. Gurule re Schedule issues (.2)	1.70	1,062.50
11/17/2023	AJK	Review Schedules and Statement of Financial Affairs for iCap Debtors in preparation of 341 Meeting.	2.70	1,687.50
11/18/2023	AJK	Emails with S. Freeman re analysis of various Schedule issues.	0.10	62.50
SUBTOTAL:			[4.50	2,812.50]

TAX

11/1/2023	ASW	Review pleadings re payment to taxing authorities and Conference with A. J. Kornfeld re same.	0.30	157.50
SUBTOTAL:			[0.30	157.50]

For professional services rendered
Additional charges:

\$106,802.50

			<u>Price</u>	
11/30/2023	CKP	Computerized Legal Research	20.04	20.04
Total costs				\$20.04

ICAP CREDITORS
COMMITTEE

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Amount

For professional services rendered

\$106,822.54

Balance due

\$106,822.54

HONORABLE WHITMAN L. HOLT

ARMAND J. KORNFELD, WSBA #17214
AIMEE S. WILLIG, WSBA #22859
JASON WAX, WSBA #41944
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UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF WASHINGTON

In re

ICAP ENTERPRISES, INC., et al.,
Debtors.¹

No. 23-01243-WLH11
(Jointly Administrated)

NOTICE OF SECOND MONTHLY
FEE APPLICATION OF BUSH
KORNFELD LLP FOR
ALLOWANCE AND PAYMENT
OF INTERIM COMPENSATION
AND REIMBURSEMENT OF
EXPENSES FOR THE PERIOD
NOVEMBER 1, 2023 THROUGH
NOVEMBER 30, 2023

¹ The Debtors (along with their case numbers) are iCap Enterprises, Inc. (23-01243-11); iCap Pacific NW Management, LLC (23-01261-11); iCap Vault Management, LLC (23-01258-11); iCap Vault, LLC (23-01256-11); iCap Vault 1, LLC (23-01257-11); Vault Holding 1, LLC (23-01265-11); iCap Investments, LLC (23-01255-11); iCap Pacific Northwest Opportunity and Income Fund, LLC (23-01248-11); iCap Equity, LLC (23-01247-11); iCap Pacific Income 4 Fund, LLC (23-01251-11); iCap Pacific Income 5 Fund, LLC (23-01249-11); iCap Northwest Opportunity Fund, LLC (23-01253-11); 725 Broadway, LLC (23-01245-11); Senza Kenmore, LLC (23-01254-11); iCap Campbell Way, LLC (23-01250-11); UW 17th Ave, LLC (23-01266-11); VH Willows Townhomes LLC (23-01262-11); iCap @ UW, LLC (23-01244-11); VH 2nd Street Office, LLC (23-01259-11); VH Pioneer Village LLC (23-01263-11); iCap Funding LLC (23-01246-11); iCap Management LLC (23-01268-11); iCap Realty, LLC (23-01260-11); Vault Holding, LLC (23-01270-11); iCap Pacific Development LLC (23-01271-11); iCap Holding LLC (23-01272-11); iCap Holding 5 LLC (23-01273-11); and iCap Holding 6 LLC (23-01274-11); Colpitts Sunset, LLC (23-01432-11); CS2 Real Estate Development LLC (23-01434-11); and iCap International Investments, LLC (23-01464-11).

NOTICE OF SECOND MONTHLY FEE
APPLICATION – Page 1

BUSH KORNFELD LLP
LAW OFFICES
601 Union St., Suite 5000
Seattle, Washington 98101-2373
Telephone (206) 292-2110
Facsimile (206) 292-2104

TO: THE DEBTORS, THE OFFICE OF THE UNITED STATES TRUSTEE, AND
OTHER PARTIES IN INTEREST

PLEASE TAKE NOTICE that the professionals listed on the chart below (the “Professionals”) have applied to the United States Bankruptcy Court for the Eastern District of Washington for allowance and payment of interim compensation for services rendered and reimbursement of expenses incurred during the period commencing November 1, 2023 and ending November 30, 2023 (the “Application Period”). As detailed below, the Professionals seek allowance and payment of interim compensation for fees of services rendered, plus the expenses incurred during the Application Period.

Professional's Name	Title	Total (100%) Fees Incurred	Total Requested in this Application (100% of Fees and Expenses)	Amount of Fees to be Applied to Open Invoices (80% of Fees)	Amount of Fees to be Held in Trust (20% of Fees)
Armand J. Kornfeld	Partner	\$54,312.50	\$54,312.50	\$43,450.00	\$10,862.50
Aimee S. Willig	Partner	\$33,705.00	\$33,705.00	\$26,964.00	\$6,741.00
Jason Wax	Associate	\$18,785.00	\$18,785.00	\$15,028.00	\$3,757.00
General Expenses			\$20.04		
Total		\$106,802.50	\$106,822.54	\$85,442.00	\$21,360.50

Pursuant to the Order Granting Debtors’ Motion For Order Establishing Interim Fee Application and Expense Reimbursement Procedures which was entered by the court on November 17, 2023 [ECF No. 168], any party objecting to the allowance and payment of interim compensation and reimbursement of expenses as requested must file a written objection with the court and serve a copy of that objection upon the Professionals whose Monthly Fee Application are the subject of the objection, the

1 Debtors and their counsel of record, the Office of the United States Trustee within
2 fourteen (14) calendar days of the date that this Notice was mailed.

3 If an objection is timely filed and served, the **Debtors** will pay the Professionals
4 whose application is the subject of an objection only the applicable percentage of those
5 amounts not in dispute and will reserve any amounts in dispute for payment after the
6 Court hears and resolves such dispute.

7 DATED this 17th day of January, 2024.

8 BUSH KORNFIELD LLP

9
10 By /s/ Armand J. Kornfeld
Armand J. Kornfeld, WSBA #17214
Aimee S. Willig, WSBA #22859
11 Jason Wax, WSBA #41944
12 *Attorneys for The Official Unsecured Creditors Committee*
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